



Justin Zaremby

Partner

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Justin Zaremby is a Partner in the firm's Tax-Exempt Organizations department where he represents a wide range of public charities and private foundations. His clients include universities, museums and other cultural institutions; artist endowed and family foundations; donor-advised funds; human rights organizations; business leagues; social clubs and other tax-exempt entities. Mr. Zaremby acts as counsel to his clients on all aspects of their operations and management, providing strategic support at each critical stage of operation—from formation to expansion, from strategic planning to restructuring, and from ongoing compliance to crisis management. Mr. Zaremby has significant experience advising tax-exempt organizations in connection with corporate governance, transformational charitable giving, commercially driven mission activities, unrelated business income tax issues, compensation, modification of endowed funds through *cy pres* proceedings, investment management, and other state and federal regulatory matters. He helps organizations respond to regulatory oversight from the New York State Attorney General and has extensive experience counseling boards in crisis.

His practice includes a special focus on the intersection of corporate transactions and tax-exempt organizations, helping clients with program and mission-related investments; structuring joint ventures with for-profit companies; and advising on mergers, financing, and restructuring. In addition, he has broad experience helping organizations to develop international subsidiaries and international grantmaking programs.

Mr. Zaremby regularly speaks about non-profit organizations on a variety of topics. Recent presentations have focused on board leadership, private foundation grantmaking, collaborative funding structures, the intersection of art law and charities law, social media risk and global structuring. In 2020, he was named a Pathfinder by the Leadership Council on Legal Diversity. He currently serves as a trustee of the Wenner-Gren Foundation for Anthropological Research and as a member of the Committee on Nonprofit Organizations at the Association of the Bar of the City of New York.

From 2010 to 2011, Mr. Zaremby served as a Law Clerk to the Hon. José A. Cabranes of the United States Court of Appeals for the Second Circuit. Prior to joining Patterson Belknap, Mr. Zaremby advised for-profit companies on complex commercial transactions and corporate governance matters at a New York-based law firm.

Admissions

- New York

Professional Activities

- Trustee, The Wenner-Gren Foundation for Anthropological Research (2021-Present)
- Pathfinder, Leadership Council on Legal Diversity (2021)

- Association of the Bar of the City of New York (Current Member: Committee on Nonprofit Organizations, Past Member: Committee on Pro Bono and Legal Services; Committee on Legal History; Education and the Law Committee)
- American Bar Association (Exempt Organizations Committee)
- Board Member, Yale Alumni Fund

Publications

- "Fraud Detection and Investigation," *Elgar Encyclopedia of Nonprofit Management, Leadership, and Governance* (December 2023)
- "The Dartmouth College Case at 200," *The New Criterion* (February 2019)
- "Understanding the New Supporting Organization Proposed Regulations," *Taxation of Exempts* (September/October 2016) (With M. Bell)
- *Legal Realism and American Law* (2014)
- *Learned Hand's Two Concepts of (Judicial) Liberty*, 65 Rutgers L. Rev. 787 (2013)
- *Restating the Restatement of Conflicts: Approaching the Legitimacy Question in Choice-of-Law Theory*, 45 Suffolk U. L. Rev. 67 (2011)
- *Silent Dissent? Tacitus Against the Lawyers*, 20 Yale J. L. & Human. 277 (2008)
- *Directed Studies and the Evolution of American General Education* (2006)

Education

- Yale Law School (J.D., 2010)
 - Book Reviews Editor, *Yale Journal of Law and the Humanities*
- Yale University (Ph.D., 2007)
- Yale College (B.A., *with distinction*, 2003)

Speaking Engagements

- Speaker, "The Life and Afterlife of Major Gifts," The Philanthropic Planning Group of Greater New York (April 15, 2024)
- Panelist, "Working with For-Profits: Exploring Collaborative Structures," NYC Bar Association's 11th Annual Not-for-Profit Law Institute (March 22, 2024)
- Speaker, "Hot Topics in Human Resources," City of New York Chapter of the Club Management Association of America (March 12, 2024)
- Panelist, "Achieving Excellence Through Effective Governance," Yale Alumni Nonprofit Association's Social Impact Conference (October 27, 2023)
- Panelist, "Doing Good Globally: International Operations for Charitable Organizations," NYC Bar Association's 10th Annual Not-for-Profit Law Institute (March 24, 2023)
- Panelist, "Social Media Do's and Don't's," UT Law Nonprofit Organizations Institute (January 20, 2023)
- Panelist, "Governance in a Time of Crisis," UT Law Nonprofit Organizations Institute (January 13, 2022)

In the Media

- *Regulatory Compliance Watch*, "IRS proposed could catch IAs" (February 8, 2024)